

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**ORDER SHORTENING THE NOTICE PERIOD FOR HEARING ON THE DEBTORS’  
AMENDED MOTION FOR AN ORDER PURSUANT TO SECTIONS 503(c)(3) OF THE  
BANKRUPTCY CODE AUTHORIZING (I) IMPLEMENTATION OF A KEY  
EMPLOYEE INCENTIVE PLAN FOR CERTAIN INSIDERS AND (II) PAYMENT OF  
ANY OBLIGATIONS ARISING THEREUNDER AS ADMINISTRATIVE EXPENSES**

Upon consideration of the motion (the “**Motion**”),<sup>1</sup> dated October 9, 2012, of the debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order pursuant to Fed. R. Bankr. P. 9006(c) and Local Bankruptcy Rule 9006-1(b) shortening the time for notice of and scheduling a hearing to consider the *Debtors’ Motion Authorizing (I) Implementation Of A Key Employee Incentive Plan For Certain Key Executives, And (II) Payment Of Any Obligations Arising Thereunder As Administrative Expenses* (the “**KEIP Amendment Motion**”); and the Court having jurisdiction to consider the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Debtors having provided adequate and appropriate notice of the Motion under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

1. The Motion is granted to the extent provided herein.
2. The Court's hearing on the KEIP Amendment Motion shall be on **October 17, 2012 at 2:00 p.m.** (prevailing eastern time) (the "**Hearing**").
3. The Debtors shall serve a copy of this Order as promptly as practicable on October 11, 2012 by fax, e-mail or overnight mail on the Notice Parties (defined below).
4. Objections to the KEIP Amendment Motion, if any, must be filed on the docket and served by **October 12, 2012 at 12:00 p.m.** (prevailing eastern time) upon each of the following parties (collectively, the "**Notice Parties**"): (a) the Office of the United States Trustee for the Southern District of New York; (b) the office of the United States Attorney General; (c) the office of the New York Attorney General; (d) the office of the United States Attorney for the Southern District of New York; (e) the Internal Revenue Service; (f) the Securities and Exchange Commission; (g) each of the Debtors' prepetition lenders, or their agents, if applicable; (h) each of the indenture trustees for the Debtors' outstanding notes issuances; (i) counsel for Ally Financial Inc.; (j) counsel for Barclays Bank PLC, as administrative agent for the lenders under the debtor in possession financing facility; (k) Nationstar Mortgage LLC and its counsel; (l) counsel for the Creditors' Committee; and (m) all parties requesting notice pursuant to Bankruptcy Rule 2002.
5. Objections not timely filed and served in the manner set forth above shall not be considered and shall be overruled. Responses to any Objections shall be due by October 15, 2012 at 4:00 p.m. (prevailing eastern time) and served on the objecting party.
6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: New York, New York  
October 11, 2012

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge